

AGENDA CORPORATIONS COMMITTEE

**Video Meeting
Pillsbury Winthrop Shaw Pittman LLP – Century City
Pillsbury Winthrop Shaw Pittman LLP – San Francisco
Friday, August 12, 2005
9:30 a.m. to 12:30 p.m.**

I. ADMINISTRATIVE MATTERS [5 min.]

1. Opening remarks and announcements: Fotenos/McAllister
2. Approval of minutes: Barwick/Serepca

II. AGENCY AND LIAISONS' REPORTS [30 min.]

3. Securities and Exchange Commission: Tyson
4. NASD: Webber
5. Department of Corporations: LeBas
6. Secretary of State: Bogart
7. Office of Governmental Affairs: Doyle
8. BLS Committee liaison reports
 - Corporate Law Departments: Sawyers
 - Cyberspace Law: Serepca
 - Financial Institutions: Sostrin
 - Non-Profit Corporations: Delfino
 - Partnerships and LLCs: Deming
 - UCC: Hong
 - Executive Committee: Bishop

III. SUBCOMMITTEE REPORTS [30 min.]

1. Legislation: Stokdyk
 - SB 119 (unanimous written consent; interested directors)
 - AB 241 (mergers; certificate of satisfaction)

ALPs:

- (a) Technical Amendments
- (b) Substantive Amendments

2. Communications/Website: Hsu, Sostrin

- Extranet
- Website

3. Education/Publications: Shugart/Weakley

IV. 2004-2005 AGENDA: STATUS [100 min.]

1. Commentary and annotations to National Venture Capital Association Model Forms: Skinner

<u>Form</u>	<u>Presenter</u>
• Articles of Incorporation	Skinner & Deming
• Term Sheet	Deming
• Voting Rights Agreement	Serepca
• Right of First Refusal and CoSale Agreement	Willner
• Indemnification Agreement	Harmon
• Investor Rights Agreement	Gemello
• Management Rights Agreement	Skinner
• Opinion	Sawyers
• Stock Purchase Agreement	Hiraide

2. Opinions Report: Fotenos
3. Handbook for Incorporating a Business in California: Fotenos
4. Uniform Securities Act Amendments: Hiraide
5. Close Corporation Model Act Adoption: Serepca
6. BLN article re Fairness Hearings: Wood

V. OTHER BUSINESS [15 min.]

1. Article on *VantagePoint Partners 1996 v. Examen, Inc.*
2. State Bar Annual Meeting, September 8-11, 2005, San Diego